

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>VIACOM INC</u>			2. Issuer Name and Ticker or Trading Symbol <u>WESTWOOD ONE INC /DE/ [WON]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2003</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>1515 BROADWAY</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NEW YORK NY 10036</u>								
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								16,000,000	I	Indirect ⁽¹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock Warrant (right to buy)	\$38.87	12/31/2003		J ⁽²⁾		500,000		(3)	01/02/2015	Common Stock	500,000	\$0	500,000	I	Indirect ⁽⁸⁾
Common Stock Warrant (right to buy)	\$44.7	12/31/2003		J ⁽²⁾		500,000		(4)	01/02/2016	Common Stock	500,000	\$0	500,000	I	Indirect ⁽⁸⁾
Common Stock Warrant (right to buy)	\$51.4	12/31/2003		J ⁽²⁾		500,000		(5)	01/02/2017	Common Stock	500,000	\$0	500,000	I	Indirect ⁽⁸⁾
Common Stock Warrant (right to buy)	\$59.11	12/31/2003		J ⁽²⁾		500,000		(6)	01/02/2018	Common Stock	500,000	\$0	500,000	I	Indirect ⁽⁸⁾
Common Stock Warrant (right to buy)	\$67.98	12/31/2003		J ⁽²⁾		500,000		(7)	01/02/2019	Common Stock	500,000	\$0	500,000	I	Indirect ⁽⁸⁾

1. Name and Address of Reporting Person*
VIACOM INC

(Last) (First) (Middle)
1515 BROADWAY

(Street)
NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*
NAIRI INC

(Last) (First) (Middle)

200 ELM STREET

(Street)

DEDHAM MA 02026

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[NATIONAL AMUSEMENTS INC /MD/](#)

(Last) (First) (Middle)

200 ELM STREET

(Street)

DEDHAM MA 02026

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[INFINITY NETWORK INC](#)

(Last) (First) (Middle)

1515 BROADWAY

(Street)

NEW YORK NY 10036

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[INFINITY MEDIA CORP](#)

(Last) (First) (Middle)

1515 BROADWAY

(Street)

NEW YORK NY 10036

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[INFINITY BROADCASTING CORP](#)

(Last) (First) (Middle)

1515 BROADWAY

(Street)

NEW YORK NY 10036

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[REDSTONE SUMNER M](#)

(Last) (First) (Middle)

C/O VIACOM INC.

1515 BROADWAY

(Street)

NEW YORK NY 10036

(City)

(State)

(Zip)

Explanation of Responses:

1. The Common Stock is owned by Infinity Network, Inc. ("INI"), a wholly-owned subsidiary of Infinity Media Corporation ("IMC"), which in turn is a wholly-owned subsidiary of Infinity Broadcasting Corporation ("IBC"), a wholly-owned subsidiary of Viacom Inc., but may also be deemed to be beneficially owned by (1) NAIRI, Inc., which owns approximately 70% of Viacom's voting stock, (2) NAIRI's parent corporation, National Amusements, Inc. ("NAI"), and (3) Sumner M. Redstone, who is the controlling stockholder of NAI.

2. Issued pursuant to the Management Agreement dated March 30, 1999, as amended, between the Issuer and IBC.

3. This warrant will become exercisable commencing January 2, 2005 if the average price of the Issuer's Common Stock for each of the 15 trading days during which the national securities exchanges are open for trading ("Trading Days") prior to January 2, 2005 is at least equal to \$40.56. This warrant will terminate as of January 2, 2005 if the condition described in the previous sentence is not met.

4. This warrant will become exercisable commencing January 2, 2006 if the average price of the Issuer's Common Stock for each of the 15 Trading Days prior to January 2, 2006 is at least equal to (i) \$44.70 and (ii) the average price for each of the 15 Trading Days prior to January 2, 2005 X 1.2. This warrant will terminate as of January 2, 2006 if the conditions described in the previous sentence are not met.

5. This warrant will become exercisable commencing January 2, 2007 if the average price of the Issuer's Common Stock for each of the 15 Trading Days prior to January 2, 2007 is at least equal to (i) \$51.40 and (ii) the average price for each of the 15 Trading Days prior to January 2, 2006 X 1.2. This warrant will terminate as of January 2, 2007 if the conditions described in the previous sentence are not met.

6. This warrant will become exercisable commencing January 2, 2008 if the average price of the Issuer's Common Stock for each of the 15 Trading Days prior to January 2, 2008 is at least equal to (i) \$59.11 and (ii) the average price for each of the 15 Trading Days prior to January 2, 2007 X 1.2. This warrant will terminate as of January 2, 2008 if the conditions described in the previous sentence are not met.

7. This warrant will become exercisable commencing January 2, 2009 if the average price of the Issuer's Common Stock for each of the 15 Trading Days prior to January 2, 2009 is at least equal to (i) \$67.98 and (ii) the average price for each of the 15 Trading Days prior to January 2, 2008 X 1.2. This warrant will terminate as of January 2, 2009 if the conditions described in the previous sentence are not met.

8. These warrants are held by IBC, a wholly-owned subsidiary of Viacom Inc., but may also be deemed to be beneficially owned by (1) NAIRI, Inc., which owns approximately 70% of Viacom's voting stock, (2) NAIRI's parent corporation, NAI, and (3) Sumner M. Redstone, who is the controlling stockholder of NAI.

By: By: Michael D. Fricklas,
Executive Vice President 01/05/2004

By: By: Sumner M. Redstone,
Chairman & President 01/05/2004

By: By: Sumner M. Redstone,
Chairman & CEO 01/05/2004

By: By: Michael D. Fricklas,
Executive Vice President 01/05/2004

By: By: Michael D. Fricklas,
Executive Vice President 01/05/2004

By: By: Michael D. Fricklas,
Executive Vice President 01/05/2004

/s/ Redstone, Sumner M. 01/05/2004

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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